

October 22, 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street, Fort,
Mumbai – 400 001
BSE Scrip Code: 532749

National Stock Exchange of India Limited

Exchange Plaza, C-1, Block G
Bandra Kurla Complex,
Bandra (East), Mumbai – 400 051
NSE Symbol: ALLCARGO

Dear Sir/Madam(s),

Sub: Postal Ballot Notice

Pursuant to Regulation 30 read with Schedule III of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, please find enclosed a copy of the Postal Ballot Notice dated October 19, 2026 ("Notice"), together with the Explanatory Statement, seeking approval of the Members of the Company by way of Special Resolutions for the following matters:

- a. Appointment of Mr. Vijay Nehra (DIN: 07171885) as a Director of the Company; and
- b. Appointment of Mr. Vijay Nehra (DIN: 07171885) as the Managing Director & Chief Executive Officer of the Company.

The Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners and whose email addresses are registered with the Company or the Depositories as on the cut-off date, i.e., Friday, October 16, 2026.

Members who have not updated their email addresses with the Company or the Depositories are requested to do so in accordance with the instructions provided in the enclosed Notice.

The Company has engaged the services of NSDL to provide the remote e-voting facility to its Members. Accordingly, Members may cast their votes electronically through the remote e-voting system. The remote e-voting period will commence on Saturday, October 24, 2026, at 9:00 A.M. (IST) and end on Sunday, November 22, 2026, at 5:00 P.M. (IST). The remote e-voting facility shall be disabled thereafter.

The said Notice is also available on the website of the Company at www.allcargologistics.com and on the website of NSDL at <https://www.evoting.nsdl.com>.

Kindly take the above on record.

Thanking you.

Yours faithfully,

For **Allcargo Logistics Limited**

Shekhar
Ramjeet
Singh

Digitally signed
by Shekhar
Ramjeet Singh
Date: 2026.10.22
12:29:11 +05'30'

Shekhar R Singh

Company Secretary & Compliance Officer
Membership No. F12881

Encl.: As above

ALLCARGO LOGISTICS LIMITED

Allcargo House, 6th Floor, CST Road, Kalina, Santacruz (E), Mumbai - 400 098. Maharashtra. India.

T: +91 22 6679 8110 | www.allcargologistics.com | CIN: L63010MH2004PLC073508 | GSTN: 27AACCA2894D1ZS

e-mail id: investor.relations@allcargologistics.com

ALLCARGO LOGISTICS LIMITED**Regd. Office:** 6th Floor, Allcargo House, CST Road, Kalina, Santacruz (E), Mumbai – 400098**CIN:** L63010MH2004PLC073508 **Website:** www.allcargologistics.com**Email Id:** investor.relations@allcargologistics.com **Tel:** +91 22 66798110**NOTICE OF POSTAL BALLOT**

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended thereto]

Dear Member(s),

NOTICE is hereby given to the Members of Allcargo Logistics Limited (**the Company**) that pursuant to the provisions of Sections 110 and 108 and other applicable provisions, of the Companies Act, 2013 (**the Act**), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 (**the Rules**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**the SEBI Listing Regulations**) and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (**SS-2**) and in accordance with the requirements prescribed by the Ministry of Corporate Affairs (**MCA**) vide its General Circular Nos.14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, and subsequent circulars issued in this regard, the latest being 3/2025 dated September 22, 2025 issued by MCA (hereinafter collectively referred to as the **MCA Circulars**), to transact the special business as set out hereunder by passing Special Resolution by means of Postal Ballot through electronic means (remote e-Voting).

The proposed resolutions and the Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice (**the Notice**).

Members are requested to read the instructions in the Notes to this Notice to cast their vote electronically. The votes can be cast during the following voting period:

E- VOTING STARTS ON:	E- VOTING ENDS ON:
Saturday, October 24, 2026 at 9: 00 A.M. (IST)	Sunday, November 22, 2026 at 5:00 P.M. (IST)

ITEM OF BUSINESS REQUIRING CONSENT OF MEMBERS THROUGH POSTAL BALLOT / E-VOTING:**SPECIAL BUSINESS:****Item Number 1: To appoint Mr. Vijay Nehra (DIN: 07171885) as a Director of the Company**

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“RESOLVED THAT pursuant to the provisions of Sections 2(94), 152, 160(1), 161(1), 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with the applicable Rules made thereunder, Schedule V to the Act, to the extent applicable, and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the Articles of Association of the Company, Mr. Vijay Nehra (DIN: 07171885), who was appointed as an Additional Director (Executive, Non-Independent) of the Company with effect from October 1, 2026, by the Board of Directors (hereinafter referred to as the “Board”, which term shall include the Governance, Nomination and Remuneration Committee and any officer authorised by the Board in this regard) and who is eligible for appointment as a Director and in respect of whom the Company has received a notice in writing, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company;

RESOLVED FURTHER THAT pursuant to the applicable provisions of the Act, including Sections 197 and 198 read with Schedule V to the Act, to the extent applicable, approval of the Members be and is hereby accorded to the remuneration payable to Mr. Vijay Nehra for the period from October 1, 2026 to December 31, 2026 (both days inclusive), during which period he shall be in whole-time employment with the Company in the capacity of Chief Transformation Officer & MD Designate, while also holding office as a Director, on the terms and conditions set out in the Explanatory Statement annexed to the Notice;

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents, writings and filings as may be necessary, proper, expedient or incidental to give effect to this resolution.”

Item Number 2: To appoint Mr. Vijay Nehra (DIN: 07171885) as Managing Director & Chief Executive Officer

To consider and, if thought fit, to pass the following Resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 (the Act), read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and Regulation 17 and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, and subject to such approvals, permissions and sanctions as may be required under applicable law, consent of the Members of the Company be and is hereby accorded for the appointment of Mr. Vijay Nehra (DIN: 07171885) as the Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of five (5) consecutive years commencing from January 1, 2027 and ending on December 31, 2031 (both days inclusive), liable to retire by rotation, for the terms and conditions of his appointment and remuneration, as set out in the Explanatory Statement annexed to the Notice, with liberty to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include the Governance, Nomination and Remuneration Committee and any officer authorised by the Board in this regard) to alter, vary or modify the terms and conditions of his appointment and remuneration, subject to the overall limits approved by the Members and the applicable provisions of the Act, Schedule V thereto and other applicable laws;

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Vijay Nehra as MD & CEO, the remuneration payable to him, as set out in the Explanatory Statement annexed to this Notice, shall be paid as minimum remuneration subject to the provision of Schedule V of the Act, as may be amended from time to time;

RESOLVED FURTHER THAT the Board and/or Company Secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things and to execute such documents, writings and filings as may be necessary, proper, expedient or incidental to give effect to this resolution.”

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-
Shekhar R Singh
Company Secretary
Membership No.: F12881

Place: Mumbai
Date: October 19, 2026

NOTES AND INSTRUCTIONS:

1. The Explanatory Statement pursuant to Section 102 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) read with the rules framed thereunder concerning the resolutions as set out in the Postal Ballot Notice (the Notice) is annexed hereto. Also, relevant details in respect of the Director seeking appointment, in terms of Regulation 36(3) of the SEBI Listing Regulations and SS-2 on General Meetings are also annexed to this Notice.
2. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act will be made available for inspection by the Members at their request during the business hours.
3. In compliance with the applicable provisions of the Act read with the Rules framed thereunder, the SEBI Listing Regulations and the MCA Circulars:
 - The Notice is being sent only through electronic mode to those Members whose e-mail addresses were registered with the RTA / Depository (ies) and whose name appears in the Register of Members / Register of Beneficial Owners as on the cut-off date i.e. Friday, October 16, 2026. The manner of voting on the proposed Resolution is restricted only to remote e-voting i.e., by casting votes electronically. Physical copies of the Notice along with the Postal Ballot Forms and pre-paid business envelopes are not being sent to the Members for this Postal Ballot. A person who is not a member of the Company as on the aforesaid date should treat this Notice for information purpose only.
 - To facilitate such Members to receive this Notice electronically and cast their vote electronically, Member(s) who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Company's Registrar and Share Transfer Agent i.e., MUFG Intime India Private Limited (**MUFG**) at investor.helpdesk@in.mpms.mufg.com. Members holding shares in demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
 - The Company is providing a remote e-voting facility to the Members of the Company and for this purpose, the Company has engaged the services of National Securities Depository Limited (**NSDL**), the instructions for remote e-voting are provided in the Notice.
 - The Notice will also be available on the Company's website at www.allcargologistics.com. The Postal Ballot Notice can also be accessed from the websites of the Stock Exchanges, i.e. BSE Limited at www.bseindia.com and NSE Limited at www.nseindia.com on the website of NSDL the agency engaged by the Company for providing e-voting facility at www.evoting.nsdl.com.
4. Any Member(s) who did not receive the Notice may either send an email to investor.relations@allcargologistics.com or write to NSDL at evoting@nsdl.com.
5. The voting rights of the Members shall be in proportion to their share in the paid-up equity share capital of the Company as on Cut-off Date i.e. Friday, October 16, 2026.
6. E-Voting facility can be exercised only by the Member or its duly constituted attorney or in case of body corporates, by the duly authorized person. A Member cannot exercise his/her vote by proxy on postal ballot.
7. The Board of Directors of the Company has appointed Mr. Dhruvil Shah (Membership No. FCS 8021 and CP No 8978) Partner of Dhruvil M Shah & Co. LLP, Practicing Company Secretaries, Mumbai, as the scrutinizer to conduct the Postal Ballot/e-Voting, in a fair and transparent manner (**the Scrutinizer**).

8. After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairman of the Company, or the Company Secretary. The results of the voting conducted through Postal Ballot (through the Remote e-Voting process) along with the Scrutinizer's Report will be announced by the Chairman or the Company Secretary of the Company, on or before Sunday, November 22, 2026 and the same will be available on the website of the Company <https://www.allcargologistics.com>.
9. The resolutions, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. November 22, 2026.
10. The resolution passed by the Members through Postal Ballot is deemed to have been passed as if they have been passed at a duly convened general meeting of the Company at the Registered Office of the Company.

11. Voting through electronic means

Pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the SEBI Listing Regulations, MCA Circulars and any other applicable provisions, if any, the Company has extended e-Voting facility to enable the Members to cast their votes electronically through the e-Voting services provided by NSDL.

The e-Voting facility will be available during the following period:

E- VOTING STARTS ON:	E- VOTING ENDS ON:
Saturday, October 24, 2026 at 9: 00 A.M. (IST)	Sunday, November 22, 2026 at 5:00 P.M. (IST)

The e-Voting module shall be disabled by NSDL for voting at Sunday, November 22, 2026 at 5:00 P.M. (IST). Once the vote on the resolution is cast by a Member, he or she will not be allowed to change it subsequently.

The procedure and instructions for e-Voting are as follows:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	- For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Existing IDeAS user can visit the e-Services website of NSDL Viz.

	https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReq.jsp - Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. - Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. NSDL Mobile App is available on  App Store  Google Play  
Individual Shareholders holding securities in demat mode with CDSL	- Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. - After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

	Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
	a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
	b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
	c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.
5. Password details for shareholders other than Individual shareholders are given below: a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote. b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password. c) How to retrieve your 'initial password'? (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'. (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered		
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password: a) Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com. b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com. c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc. d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.		
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box. 8. Now, you will have to click on "Login" button. 9. After you click on the "Login" button, Home page of e-Voting will open.		

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to dhruvil@dmsah.in with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms Pallavi Mhatre at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- I. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investor.relations@allcargologistics.com.
- II. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@allcargologistics.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.
- III. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- IV. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

Pursuant to the provisions of Section 102 of the Companies Act, 2013 (the Act) and Secretarial Standard -2 on General Meetings (SS-2), the following Explanatory Statement sets out all material facts relating to the Special Business mentioned as Item Numbers 1 and 2 in the accompanying Notice dated October 19, 2026 and forms part of the Notice.

Item Numbers 1 and 2

The Board of Directors of the Company (the Board) at its meeting held on September 28, 2026, based on the recommendation of the Governance, Nomination and Remuneration Committee (the GNRC or the Committee), appointed Mr. Vijay Nehra (DIN: 07171885) as an Additional Director of the Company in the category of Executive and Non-Independent Director, with effect from October 1, 2026, in terms of Section 161(1) of the Companies Act, 2013 (the Act).

For the period from October 1, 2026 to December 31, 2026 (both days inclusive), Mr. Vijay Nehra shall continue in whole-time employment with the Company as Chief Transformation Officer & MD Designate, while also holding office as a Director. Accordingly, during this period, he falls within the definition of a Whole-time Director under Section 2(94) of the Act, notwithstanding that his actual designation shall remain Chief Transformation Officer & MD Designate.

Further the Board, at its meeting held on September 28, 2026, based on the recommendation of the Committee also approved the appointment of Mr. Nehra as the Managing Director & Chief Executive Officer (MD & CEO) of the Company for a period of five (5) consecutive years commencing from January 1, 2027 and ending on December 31, 2031 (both days inclusive), subject to the approval of the Members and such other approvals as may be required under applicable law.

Profile and suitability

Mr. Vijay Nehra is an accomplished business leader with extensive experience in general management, business transformation, supply chain and operations across financial services, pharmaceuticals, FMCG, e-commerce and technology-led businesses. He has led complex organisations with responsibilities encompassing strategy, profitability, business transformation, operational performance and stakeholder management.

Prior to joining the Company, Mr. Vijay Nehra served as Chief Executive Officer of Ozone Pharmaceuticals Group, where he led the transition from a promoter-operated organisation to a professionally managed enterprise, including organisational restructuring, technology implementation, talent renewal, performance management and private equity engagement.

Earlier, he served as Chief Operating Officer of RattanIndia Enterprises Limited, with end-to-end profit and loss responsibilities across businesses including e-commerce, electric mobility, drones and fintech. He has also held senior positions with the Indiabulls Group across asset reconstruction, commercial lending, treasury and investor relations, and has experience in portfolio monetisation, offshore fundraising and foreign portfolio investor transactions.

Mr. Vijay Nehra began his professional career as a Master Mariner/Merchant Ship Captain, having worked with multinational teams and undertaken maritime projects. He holds a Post Graduate Programme in Management from the Indian School of Business, Hyderabad, and a Bachelor of Nautical Sciences from T.S. Chanakya, University of Mumbai, where he graduated with distinction and was among the top five students.

As per the proviso given in Section II of Part II of Schedule V of the Act, the Members of the Company may approve payment of remuneration to Whole-time Director for a period not exceeding 3 (three) years by way of a Special resolution.

Accordingly, the remuneration payable to Mr. Vijay Nehra for an overall period of three (3) years commencing from October 1, 2026 and ending on September 30, 2029 (both days inclusive), comprising

- the period from October 1, 2026 to December 31, 2026, during which he shall continue in whole-time employment with the Company as Chief Transformation Officer & MD Designate while holding office as a Director, in accordance with Section 197(4) of the Act; and
- the period from January 1, 2027 to September 30, 2029, during which he shall serve as the Managing Director & Chief Executive Officer ("MD & CEO") of the Company, is being placed before the Members for their approval on the following terms and conditions:

Tenure of Appointment

- Mr. Vijay Nehra was appointed as an Additional Director (Executive, Non-Independent) of the Company with effect from October 1, 2026, and is holding office as a Director while continuing in whole-time employment with the Company as Chief Transformation Officer & MD Designate for the period up to December 31, 2026.
- The approval of the Members is being sought for the regularisation of his appointment as a Director of the Company.
- The approval of the Members is also being sought for his appointment as the Managing Director & Chief Executive Officer (MD & CEO) of the Company for a term of five (5) years, with effect from January 1, 2027, up to December 31, 2031, on the terms and conditions set out in this Notice.

Basic Salary and Other Components

The Basic Salary Scale and Other Components (including Gratuity, Employer's Contribution of Provident Fund, Allowances and etc.) of ₹ 3,50,00,000/- (Three Crore Fifty Lakhs) per annum.

The annual increments which will be effective from 1st April each year, will be decided by the Board based on the recommendations of the Committee, considering individual performance, performance of the Company and the Company's policy.

Variable Pay

In addition to the above, Variable Pay as indicated in the below table, shall be paid as per the Company's Executive Remuneration Policy, on successful completion of one year. Actual pay-out will be based on individual performance ratings/scores, functions/divisions performance and company's performance and if he is on the roll of the Company during disbursement and not on notice period.

Performance Rating	Per Annum (Amount in ₹)
5	75,00,000/-
4	60,00,000/-
3	50,00,000/-

ESOP

He shall be eligible for a grant of upto 30,00,000 equity shares under the applicable Employee Stock Option Scheme (ESOP), at an exercise price of ₹2 per share, subject to the terms of the scheme, applicable law and requisite approvals. The options shall vest over a period of four years in four equal annual tranches of 25% each, with the first tranche vesting upon completion of one year from the date of grant, subject to the applicable Regulations and the Company's prevailing ESOP scheme.

Other

- Contribution to Provident Fund, Annuity Fund, Gratuity / Contribution to Gratuity Fund, Superannuation/ Pension Fund as per the Company's Policy.

- Gratuity shall be payable subject to the statutory rules and as per the Company Policy.
- Leaves will be as per the Rules of the Company, as may be amended from time to time.
- The value of the perquisites would be evaluated as per Income tax Act, 2025 wherever applicable and at cost in the absence of any such Rule.
- Such other benefits as per Company's policy as are made available by the Company to other members of the staff from time to time. Further, the Board or the Committee may restructure the compensation payable to him from time to time in accordance with the Act and Listing Regulations, subject to the overall total compensation provided above.

Other Terms and Conditions

- i. The Managing Director & CEO shall devote his whole time and attention to the business of the Company and discharge such duties and responsibilities as may be entrusted to him by the Board of Directors from time to time. He shall exercise such powers as may be delegated to him, subject to the superintendence, control and directions of the Board of Directors, and shall act in the best interests of the Company.
- ii. The terms and conditions of the appointment may be altered or varied by the Board of Directors from time to time, subject to the provisions of the Act, including Schedule V thereto, the applicable SEBI Listing Regulations and such other approvals as may be required under applicable law.
- iii. The remuneration and other terms and conditions of appointment shall at all times be subject to the applicable provisions of Sections 197 and 198, Schedule V and other applicable provisions of the Act, SEBI Listing Regulations and such approvals as may be required under applicable law.
- iv. In the event that, in any financial year during his tenure as Managing Director & CEO, the Company has no profits or its profits are inadequate, the remuneration payable to him shall be subject to the applicable provisions of Schedule V to the Act and such other approvals as may be required under applicable law.
- v. Mr. Vijay Nehra, while he continues to hold office as Managing Director & CEO, be liable to retire by rotation in accordance with the provisions of the Act. He shall be reckoned as a Director for the purpose of determining the Directors liable to retire by rotation. Such retirement and re-appointment, unless he is not re-appointed as a Director, shall not constitute a break in his tenure as Managing Director & CEO, subject to applicable law and the requisite approvals. Mr. Vijay Nehra shall not *ipso facto* cease to be a Director solely by reason of ceasing to hold office as Managing Director & CEO, and his directorship shall be governed by the applicable provisions of the Act and the Articles of Association of the Company.
- vi. No sitting fees shall be payable to the Managing Director & CEO for attending meetings of the Board of Directors or any Committee thereof.
- vii. The Managing Director & CEO may be appointed as a Director or Managing Director on the Board of other companies, including subsidiary companies, subject to the applicable provisions of law, the Company's policies and the requisite disclosures and approvals.
- viii. The Managing Director & CEO shall maintain strict confidentiality in respect of all trade secrets, business information, financial information, transactions, affairs and other confidential information relating to the Company, its affiliates, associates, group companies, customers, vendors, suppliers and business partners, which may come to his knowledge or possession during his tenure. He shall not disclose or use such information except in the proper discharge of his duties, with due authorisation or as required by law. These obligations shall continue after cessation of his employment, except in respect of information which lawfully enters the public domain otherwise than through a breach of his obligations. The Company shall be entitled to pursue appropriate remedies available under applicable law in the event of any actual or threatened breach of these obligations.
- ix. The Managing Director & CEO shall disclose to the Company all business interests and circumstances which may give rise to an actual or potential conflict of interest between his interests, including those of his immediate relatives, and the interests of the Company. He shall promptly disclose any such interests or circumstances arising during his tenure and comply with the applicable requirements relating to disclosure of interests and conflicts of interest.
- x. The Managing Director & CEO shall maintain the highest standards of professional conduct and integrity and comply with all applicable laws, regulations, policies, procedures and the Code of Conduct of the Company, as amended from time to time.

- xi. During his tenure, the Managing Director & CEO shall not, without the requisite disclosure and authorisation, engage in any employment, consultancy, business or other activity that creates a conflict of interest with, or is prejudicial to, the interests of the Company, subject to applicable law.
- xii. During his tenure, the Managing Director & CEO shall not improperly solicit or induce any employee, consultant, adviser or other person engaged by the Company or its affiliate companies to terminate or alter their engagement with the Company or its affiliates. He shall also refrain from improperly soliciting any customer, vendor, business partner or other business associate of the Company or its affiliates with a view to diverting or reducing their business with the Company or its affiliates.
- xiii. The Managing Director & CEO shall be responsible, in accordance with applicable law, for loss or damage suffered by the Company arising from his wilful misconduct, fraud, negligence, breach of his obligations or other wrongful acts or omissions, to the extent legally attributable to him.
- xiv. The appointment shall be subject to the terms and conditions of appointment as approved by the Board of Directors, subject to applicable law and Company's policies. In the event of misconduct, fraud, an offence involving moral turpitude, a material breach of the Company's Code of Conduct or applicable policies, or any other ground recognised under the terms of appointment and applicable law, the Company may take appropriate action, including termination following due process.
- xv. The Managing Director & CEO shall notify the Company if he takes up employment with a competing organisation within twelve months of cessation of his employment, to the extent such obligation is enforceable under applicable law.
- xvi. The Managing Director & CEO shall be governed by the applicable policies and rules of the Company, including the Code of Conduct and Certified Standing Orders, wherever applicable, as amended from time to time, subject to applicable law and the terms of his appointment.

The appointment of Mr. Vijay Nehra as MD & CEO is proposed for a period of five (5) consecutive years commencing from January 1, 2027 and ending on December 31, 2031 (both days inclusive), subject to the approval of the Members and such other approvals as may be required under applicable law. The remuneration approval sought under the present proposal, however, covers the period up to September 30, 2029, as set out above.

The Company has received a notice in writing from a Member under Section 160(1) of the Act signifying the Member's intention to propose the candidature of Mr. Vijay Nehra for appointment as a Director of the Company.

The Company has received the requisite consent, declarations and confirmations from Mr. Vijay Nehra in connection with his appointment as a Director and his proposed appointment as MD & CEO. Mr. Vijay Nehra has confirmed that he is not disqualified from being appointed as a Director under Section 164 of the Act and has furnished the requisite declarations in this regard. He has also confirmed that he is not debarred from holding the office of Director by virtue of any order passed by the Securities and Exchange Board of India or any other such authority.

The particulars required under Regulation 36 of the SEBI Listing Regulations and the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India in respect of Mr. Vijay Nehra are set out in **Annexure I** and the information and disclosures prescribed under Section II of Part II of Schedule V to the Act, to the extent applicable to the proposed appointment and remuneration of Mr. Vijay Nehra as MD & CEO under Item number 2, shall also be set out in the Notice and its **Annexure II**, which forms an integral part of the accompanying Postal Ballot Notice.

Except Mr. Vijay Nehra, to the extent of his interest in the respective resolutions, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is concerned or interested, financially or otherwise, in the resolutions at Item Numbers 1 and 2 except to the extent of their shareholding, if any, in the Company.

The Explanatory Statement together with the accompanying Notice may also be regarded as an abstract of the Agreement and Memorandum of interest under Section 190 of the Act and also as disclosure under Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 issued by the Institute of Company Secretaries of India.

As per Regulations 17(1C) read with 25 of the SEBI Listing Regulations, approval of the Members for appointment or re-appointment of a person on the Board of Directors is required to be taken at the next general meeting or within a period of three months from the date of appointment or re-appointment, whichever is earlier by way of Special Resolution.

Accordingly, the approval of the Members is being sought under Item Number 1 for Mr. Vijay Nehra's appointment as a Director and the remuneration payable during the period from October 1, 2026 to December 31, 2026, when he shall serve in whole-time employment as Chief Transformation Officer & MD Designate. The approval sought under Item Number 2 relates to his subsequent appointment as MD & CEO for the five-year period commencing from January 1, 2027 and ending on December 31, 2031, together with the terms and remuneration applicable to that office. The two periods are distinct, and the remuneration approvals sought in respect of them are separate.

The Board recommends the Special Resolutions set out at Item Numbers 1 and 2 of the accompanying Postal Ballot Notice for approval by the Members.

By order of the Board of Directors
For Allcargo Logistics Limited

Sd/-
Shekhar R Singh
Company Secretary
Membership No.: F12881

Place: Mumbai
Date: October 19, 2026

Annexure -I

DETAILS OF DIRECTOR SEEKING APPOINTMENT THROUGH POSTAL BALLOT

[Pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard–2 On General Meetings]

Sr. No.	Particulars	Details
1	Name of the Director	Mr. Vijay Nehra
2	DIN	07171885
3	Date of Birth	12/10/1974
4	Age	52 years
5	Qualification	Post Graduate Programme in Management from the Indian School of Business, Hyderabad
6	Brief resume including profile, experience and expertise in specific functional areas	The requisite details are given in the profile of Mr. Vijay Nehra in the Explanatory Statement of the Notice
7	Shareholding in the Company (Including shareholding as a Beneficial Owner) as on the date of the Notice	30,000 Equity shares
8	Original date of Appointment / Date of First Appointment on the Board	October 1, 2026
9	Directorships in listed Companies and other directorships as on the date of the Notice	Nil
10	Listed entities from which the person has resigned in the past three years	Nil
11	Chairmanship / Membership of Committees of other Board	Nil
12	Details of remuneration sought to be paid	As mentioned in the Resolutions for which approval from the Members are sought
13	Details of remuneration last drawn (FY 2025-26)	Not Applicable
14	No. of Meetings of the Board attended (FY 2025-26 and FY 2026-27)	For FY 2025–26 Not Applicable as Mr. Vijay Nehra was not a Director of the Company during this financial year. For FY 2026-27 There were no Board Meetings held during the period from October 1, 2026, up to the date of the Postal Ballot Notice.
15	Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None

Annexure -II

THE STATEMENT CONTAINING ADDITIONAL INFORMATION AS REQUIRED IN SCHEDULE V OF THE COMPANIES ACT, 2013 FOR ITEM NUMBERS 1 and 2:

I. General Information:

- Nature of Industry:** Allcargo Logistics Limited is engaged in the business of Express Logistics and Consultative Logistics and any other related logistics businesses as set out in the Memorandum of Association.
- Date or expected date of commencement of commercial production:** The Company has been in operation since 1993.
- In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- Financial Performance based on given indicators:**

Standalone Financials

(₹ in Cr, except EPS)

Particulars	2025-26	2024-25	2023-24
Sales	2,058	1,961	1,633
Profit / (Loss) before Tax	-1	21	231
Profit / (Loss) after Tax	5	76	203
Earning Per Share (EPS)			
Basic	0.03	0.5	2.07
Diluted	0.03	0.5	2.07

Consolidated Financials

(₹ in Cr, except EPS)

Particulars	2025-26	2024-25	2023-24
Sales	2,058	1,961	13,188
Profit / (Loss) before Tax	2	13	164
Profit / (Loss) after Tax	8	65	140
Earning Per Share (EPS)			
Basic	0.5	0.43	1.52
Diluted	0.5	0.43	1.52

- Foreign investments or collaborations:** The Company has not made any Foreign Investments and neither entered into any collaborations during the last year.

II. Information about Mr. Vijay Nehra:

- Background details:** The requisite details are given in the profile of Mr. Vijay Nehra in the Explanatory Statement of the Notice
- Past Remuneration:** Not Applicable, as he has been appointed Additional Director (Executive, Non-Independent) of the Company with effect from October 1, 2026
- Job Profile and their suitability:** The requisite details are given in the Explanatory Statement of the Notice

- d. **Remuneration proposed:** The proposed remuneration are given in the Explanatory Statement of the Notice
- e. **Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person:** Commensurate with other organizations of the similar type, size, and nature in the Logistics Industries
- f. **Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel:** Besides the remuneration proposed, Mr. Vijay Nehra does not have any pecuniary relationship with the Company or managerial personnel

III. Other Information:

a. **Reasons for inadequate profits:**

Express Business: In previous years, the focus was primarily on acquiring and retaining volumes, with relatively lower yields offered in certain cases to onboard new customers. While this approach helped establish a steady volume base, investments in improving service quality also contributed to higher operating costs. In FY27, the focus has shifted towards improving profitability while sustaining volume growth through the implementation of General Price Increase (GPI) across customers and closer alignment of pricing with prevailing market conditions. These initiatives have contributed to a turnaround in profitability in Q1 FY27.

Consultative Logistics: The Company is reviewing and optimising its customer and warehouse portfolio, with a focus on improving operational efficiency and profitability, including exiting businesses where profitability or competitiveness is relatively weaker. Also the Company has strategically strengthened its focus on the e-commerce segment, which continues to offer growth opportunities and has supported revenue growth.

Finance Costs: Higher borrowings in earlier periods resulted in elevated finance costs, which adversely impacted profitability. The Company has since fully repaid its long-term borrowings, thereby reducing the finance cost burden and supporting an improvement in profitability.

- b. **Steps taken or proposed to be taken for improvement:-** The Company has embarked on a series of strategic and operational measures that are expected to result in the improvement in the present position
- c. **Expected increase in productivity and profits in measurable terms:** The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV. Disclosures:

- a. **all elements of remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the directors:** Fully described in the respective Resolutions and/or Explanatory Statement
- b. **details of fixed components and performance linked incentives along with the performance criteria:** Fully described in the respective Resolutions and/or Explanatory Statement
- c. **service contracts, notice periods, severance fees:** Fully described in the respective Resolutions and/or Explanatory Statement
- d. **stock option details, if any, and whether the same had been issued at a discount as well as the period over which accrued and over which exercisable:** Fully described in the respective Resolutions and/or Explanatory Statement